Date: **29.05.2025**

To,
The General Manager,
Corporate Relationship Department,
BSE Limited
25th Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400001

Reference: ISIN - INE706F01021; Scrip Code-511447; Symbol-SYLPH

Subject:Submission of Annual Secretarial Compliance Report under Regulation 24A of Securities and Exchange Board of India (Listing obligations and Disclosure Requirement) Regulations, 2015 for the year ended 31st March, 2025

Dear Sir/Ma'am,

With reference to the above-mentioned subject and pursuant to Regulation 24A of Securities and Exchange Board of India (Listing obligations and Disclosure Requirement) Regulations, 2015 we are enclosing herewith the Annual Secretarial Compliance Report of the Company for the year ended March 31, 2025.

You are requested to please take the same in your record.

Thanking You
Yours faithfully

For Sylph Technologies Limited

BHAVSAR JAINISH VIJAYBHAI
Digitally signed by BHAVSAR JAINISH VIJAYBHAI
Date: 2025.05.29 10:52:42 +05'30'

Jainish Vijaybhai Bhavsar
Director
DIN: 10944118

VISHAKHA AGRAWAL & ASSOCIATES
Practising Company Secretaries
301-G, Goyal Vihar Gate No. 2
Khajrana Road, Indore (M.P.)
Email: csvishakhagrawal@gmail.com
Contact No. 9424501155, 8518888114

SECRETARIAL COMPLIANCE REPORT
OF SYLPH TECHNOLOGIES LIMITED
(CIN: L36100MP1992PLC007102)

FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2025

[Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
The Board of Directors
SYLPH TECHNOLOGIES LIMITED
CIN: L36100MP1992PLC007102
B-102, Parth Vasundhra, 325, Sarvsampana Nagar
Kanadia Road, Indore (M.P.) - 452016

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **SYLPH TECHNOLOGIES LIMITED** (CIN: L36100MP1992PLC007102) (hereinafter referred as 'the listed entity'), having its Registered Office at B-102, Parth Vasundhra, 325, Sarvsampana Nagar, Kanadia Road, Indore (M.P.) - 452016. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that in our opinion, the listed entity has, during the review period covering the financial year ended on **March 31, 2025**, complied with the statutory provisions listed hereunder and also that the listed entity has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined:

(a) All the documents and records made available to us and explanation provided by **SYLPH TECHNOLOGIES LIMITED** (CIN: L36100MP1992PLC007102) (“the listed entity”),

(b) the filings/ submissions made by the listed entity to the stock exchange **BSE Ltd**.,

(c) the website of the listed entity, i.e. **www.sylphtechnologies.com**,

(d) any other document / filing, as may be relevant, which has been relied upon to make this certification;

for the financial year ended **31st March 2025** (“Review Period”) in respect of compliance with the provisions of:

(a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and

(b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, includes:-

(a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

(b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

(c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

(d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not applicable to the Company during the Review Period)**

(e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **(Not applicable to the Company during the Review Period)**

(f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible) Regulations, 2021; **(Not applicable to the Company during the Review Period)**

(h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(i) Securities and Exchange Board of India (Delisting of Equity Shares) (Amendment) Regulations, 2016; **(Not applicable to the Company during the Review Period)**

and circulars/ guidelines issued thereunder;

Wherever required, we have obtained the management representation about the compliance of the laws, rules, regulations and happening of events, etc.

And based on the above examination, we hereby report that, during the Review Period:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder except in respect of matters specified below:-

S. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause	Details of Violations	Actions taken by the Authority	Observations/ Remarks of the Practising Company Secretary	Management Response
1	Regulation 33 of SEBI (LODR) Regulations, 2015	Late submission of financial results for the quarter ended December 2024.	BSE imposed penalty on the Company pursuant to SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR / P/0155 dated November 11, 2024 amounting Rs. 64900/- alongwith GST.	Delay was due to non-preparation of financial results by auditor and Resignation of Statutory Auditor of the Company.	The Company has submitted the financial results prepared by the new appointed auditor, with a delay of 11 days. Further, assured to ensure complete compliance in true letter and spirit in future.

2	Listed entities shall make an application for trading approval to the stock exchange/s within 7 working days from the date of grant of listing approval by the Stock Exchange/s	Delay in submission of application for trading approval by 6 days	BSE imposed penalty of Rs. 20,000 per day of non-compliance amounting Rs. 120,000 plus GST.	The delay was accidental and not intentional. The company was advised to pay the fines imposed.	The Company has paid the fines imposed by the Stock exchange in full. Further, the company assured to ensure complete compliance in true letter and spirit in future.

(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Compliance Requirement (Regulations/ circulars/guidelines including specific clause	Regulation/ Circular No.	Deviations	Actions taken by	Type of Action	Details of Violations	Fine Amount	Observations/Remarks of the Practising Company Secretary	Management Response	Remarks
Not Applicable										

(c) We hereby report that, during the Review Period, the compliance status of the listed entity is appended as below:

S.No.	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remarks by PCS*
1.	**Secretarial Standards:** The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI)	Yes	
2.	**Adoption and timely updation of the Policies:** • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities • All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines	Yes Yes	
3.	**Maintenance and disclosures on Website:** • The Listed entity is maintaining a functional website • Timely dissemination of the documents/Information under a separate section on the website • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s) /section of the website.	Yes Yes Yes	

4.	**Disqualification of Director:** None of the Director(s) of the Company is/are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	
5.	**Details related to Subsidiaries of listed entities have been examined w.r.t:** a) Identification of material subsidiary companies b) Disclosure requirement of material as well as other subsidiaries	N.A.	The Company does not have any subsidiary.
6.	**Preservation of Documents:** The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	
7.	**Performance Evaluation:** The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	Yes	
8.	**Related Party Transactions:** a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.	Yes N.A.	It was observed that the prior approval of audit committee was taken, wherever required.
9.	**Disclosure of events or information:** The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	
10.	**Prohibition of Insider Trading:** The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	
11.	**Actions taken by SEBI or Stock Exchange(s), if any:** No action(s) has been taken against the listed entity/its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/guidelines issued thereunder.	Yes	No action taken during the review period.

12.	**Additional Non-compliances, if any:** No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	Yes	

Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October 2019:

S.No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS*
1.	**Compliances with the following conditions while appointing/re-appointing an auditor**		
	i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or	**No***	The auditor has resigned w.e.f. 13.02.2025. However, the auditor declined to give the report for the quarter in spite of continuous follow-ups and visits at the auditor’s office, therefore, the company has to take report from the new appointed auditor. The same was considered and noted in the audit committee meeting.
	ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or	**N.A.**	
	iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.	**N.A.**	
2.	**Other conditions relating to resignation of statutory auditor**		
	i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:		
	a. In case of any concern with the management of the listed entity/material subsidiary such as non - availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.	**N.A.**	As per the information received from the management of the Company, there has been no such instance where the listed entity has not provided information or shown non-cooperation to the auditor for the information required by them.
	b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information / explanation sought and not provided by the management, as applicable.	**N.A.**	
	c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.	**N.A.**	

	ii. Disclaimer in case of non-receipt of information: The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.	**N.A.**	
3.	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure-A in SEBI Circular CIR/ CFD/CMD1/114/2019 dated 18th October 2019.	**N.A.**	

* Observations / Remarks by PCS are mandatory if the Compliance status is provided as ‘No’ or ‘NA’

Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.

2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.

3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.

4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

For Vishakha Agrawal & Associates
Practising Company Secretaries

Vishakha Agrawal
Digitally signed by Vishakha Agrawal
Date: 2025.05.22 13:16:54 +05'30'

CS Vishakha Agrawal
(Proprietor)
ACS: 39298 CP No. 15088
P.R. No. 2575/2022
UDIN: A039298G000415575

Place: Indore
Date: 22/05/2025